



CORPORATION SERVICE COMPANY

RECORDATION NO. 23900-E FILED

DEC 15 '04

4-32 PM

SURFACE TRANSPORTATION BOARD



December 9, 2004

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RE: 139453-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 17, 2004 between the following parties:

Names and address of the following parties:

Lessor: **CIT LEASING CORPORATION**
1211 Avenue of the Americas New York, NY 10036

Lessee: **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**
2650 Lou Menk Drive Fort Worth, TX 76161

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **CIT LEASING CORPORATION** and Lessee: **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**, covering 300 box cars with reporting marks and numbers -BNSF 761100 - BNSF 761399 - INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 23900 dated March 13, 2002 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

MEMORANDUM OF NET RAILCAR LEASE

THIS MEMORANDUM OF NET RAILCAR LEASE, dated as of this 17th day of NOVEMBER, 2004, is made by C.I.T. LEASING CORPORATION, a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties") and THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, with an address at 2650 Lou Menk Drive, Fort Worth, TX 76161 (the "Lessee").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of April 5, 2001 and effective as of April 27, 1999, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on March 13, 2002 as Recordation Number 23900.

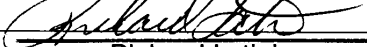
WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

C.I.T. LEASING CORPORATION

By: 
Name: Richard Latini
Title: Senior Vice President

RECORDATION NO. 23900-E FILED


DEC 15 04

4-32 PM

SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by appropriate corporate authority and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By: 
Name: Stevan B. Bobb
Title: Vice President
Business Unit Operations & Support

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
300	60' Plate F box cars with double 8' plug doors to be built by Trinity Industries	BNSF 761100 to BNSF 761399, inclusive.